

HOGAN & HARTSON  
L.L.P.

YARON DORI  
PARTNER  
(202) 637-5458  
YDORI@HHLAW.COM

COLUMBIA SQUARE  
555 THIRTEENTH STREET, NW  
WASHINGTON, DC 20004-1109  
TEL (202) 637-5600  
FAX (202) 637-5910  
WWW.HHLAW.COM

February 4, 2005  
DOCKET FILE COPY ORIGINAL

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 12th Street, S.W.  
Washington, D.C. 20554

RECEIVED  
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Federal Communications Commission  
Office of Secretary

Re: WC Docket No. 04-392  
WC Docket No. 04-393  
File No. SES-T/C-20041001-01572  
File No. ITC-T/C-20041001-00386/390

Dear Secretary Dortch:

ITC^DeltaCom, Inc. ("ITC^DeltaCom"), by its attorneys, submits this letter to notify the Commission that it does not intend to consummate the transfers of control that were the subject of the above-referenced applications.<sup>1</sup>

On October 1, 2004, ITC^DeltaCom filed the above-referenced applications seeking authority to acquire Florida Digital Network, Inc. ("FDN"), and Network Telephone Corporation ("NTC"). Pursuant to the terms of a definitive Termination Agreement reached between the principal stockholders of ITC^DeltaCom and FDN, dated December 17, 2004, ITC^DeltaCom will not be acquiring FDN. Because ITC^DeltaCom's acquisition of NTC was contingent upon the consummation of ITC^DeltaCom's acquisition of FDN, ITC^DeltaCom also will not be acquiring NTC.

Please note that although ITC^DeltaCom will not be transferring control of its satellite earth station licenses as a consequence of its acquisition of FDN, ITC^DeltaCom's subsequently-filed application to assign these same earth station licenses to Shared Data Networks, LLC, which was accepted for filing on

<sup>1</sup> ITC^DeltaCom's applications in WC Docket Nos. 04-392 and 04-393 were approved on November 18, 2004; the applications in File Nos. ITC-T/C-20041001-00386/390 were approved on November 5, 2004; and the application in File No. SES-T/C-20041001-01572 was approved on December 15, 2004.

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November 24, 2004,<sup>2</sup> is not affected by this letter; ITC^DeltaCom continues to respectfully request that its assignment application be approved by the Commission.

Please contact the undersigned if you have any questions concerning this submission.

Respectfully submitted,

  
Yaron Dori  
Counsel to ITC^DeltaCom

cc: Fern Jarmulnek, International Bureau  
Alexis Johns, Wireline Competition Bureau  
Andrea Kelly, International Bureau  
Karl Kensinger, International Bureau  
JoAnn Lucanik, International Bureau  
Terri Natoli, Wireline Competition Bureau  
Susan O'Connell, International Bureau  
Jeanette Spriggs, International Bureau  
Cassandra Thomas, International Bureau  
Tracey Wilson-Parker, Wireline Competition Bureau

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<sup>2</sup> See FCC Public Notice, Report No. SES-00662, Nov. 24, 2004, at File No. SES-ASG-20041112-01714.